



EXPORTERS & IMPORTERS
(A GOVERNMENT OF INDIA RECOGNISED STAR TRADING HOUSE)
(AN ISO 9001:2008 CERTIFIED COMPANY)
(CIN : L51909MH2005PLC155765)

301-A, Aarus Chambers, S. S. Amrutwar Lane,
Near Mahindra Tower, Worli, Mumbai - 400 013,
Phone : 2499 9021 / 2499 9022
Fax : 91-22-2499 9024 / 27
Website : www.sakumaexportsltd.com
Email : info@sakumaexportsltd.com

Date: 25th May,2024

To,
Department of Corporate Services,
National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051
Symbol: SAKUMA

To,
The Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
Scrip Code: 532713

**SUB: Sakuma Exports Limited - Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI
(Listing Obligation & Disclosure Requirement Regulation) 2015**

Dear Sir / Madam,

The Board of Directors at their meeting concluded on Friday, May,24, 2024 had inter-alia approved the Postal Ballot Notice for seeking approval of members of the Company on Resolutions as set out in the said Postal Ballot Notice.

With reference to captioned subject, please find enclosed herewith Postal Ballot Notice together with the Explanatory Statement sent to the members of the Company whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 24th May,2024. The e-voting period shall commence on,28th May,2024 at 9.00 a.m. and shall end on , 26th June,2024 at 5.00 p.m.

Kindly take the above information on record.

Yours Faithfully,

FOR SAKUMA EXPORTS LIMITED

KHYATI BIPIN
JOBANPUTRA

Digitally signed by KHYATI
BIPIN JOBANPUTRA
Date: 2024.05.25 14:46:07
+05'30'

**KHYATI JOBANPUTRA
COMPANY SECRETARY & COMPLIANCE OFFICER**





SAKUMA EXPORTS LIMITED

CIN: L51909MH2005PLC155765

Registered Office: Aorus Chamber, A 301, Near Mahindra Tower, S S Amrutwar Lane, Worli, Mumbai 400013; **Website:** www.sakumaexportsltd.com; **Email:** sakumaex@mtnl.net.in;

Tel: 022 2499 9021 / 22; **Fax:** 022 2499 9024 / 27

NOTICE OF POSTAL BALLOT / E-VOTING

[Pursuant to Section 110 of the Companies Act, 2013, read with the Rule 22 of the Companies (Management and Administration Rules, 2014)]

To
Members,
SAKUMA EXPORTS LIMITED

Notice is hereby given to the Members of the Company that pursuant to Section 108 and Section 110 of the Companies Act, 2013 (“Act”) read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, (“Rules”), read with other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR, 2015”), Secretarial Standard on General Meeting (“SS-2”) and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Resolution(s) as set out in this Notice is proposed for approval by the Members of the Company for passing by means of Postal Ballot by voting through electronic means (“remote e-voting”).

Hence, in compliance with the all the requisite requirements, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote E-voting system only.

The Board of Directors of the Company proposes to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Resolution appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolution setting out material facts and the reasons for the resolution is also annexed herewith.

SPECIAL BUSINESS:

ITEM NO. 1 – To consider and approve the Re-Appointment of Mr. Saurabh Malhotra (DIN: 00214500) as Managing Director cum Chairman of the Company and fixing his remuneration.

To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), as recommended and

approved by the Board and Nomination and Remuneration Committee, consent of shareholders be and is hereby accorded to appoint, **Mr. Saurabh Malhotra (DIN: 00214500)**, as **Managing Director cum Chairman** of the Company, not liable to retire by rotation, for a period of **three years** from **01.09.2024 till 31.08.2027**.

RESOLVED FURTHER THAT the remuneration payable to Mr. Saurabh Malhotra (DIN: 00214500) be and is hereby approved by the shareholders for a period of three years from **01.09.2024 till 31.08.2027**. The remuneration is as per the following terms and conditions:

Salary: Rs. 15,00,000/- per month.

Other allowances as may be applicable to other employees of the Company with liberty of the Board of Directors (herein after referred to as "Board" which term shall be deemed to include Nomination & Remuneration Committee constituted by the Board) to alter and vary the said remuneration in such form and manner or with such modifications as the Board may be deemed fit and agreed to by Mr. Saurabh Malhotra.

In terms of the provisions of Schedule V of the Companies act, 2013, the approval of the above said remuneration shall be valid for three years **w.e.f. 01.09.2024 till 31.08.2027**.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year, the Company incurs a loss or its profits are inadequate, the Company shall pay Mr. Saurabh Malhotra, Chairman-Cum-Managing Director, the remuneration approved in this meeting as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary/alter, at any time, the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board of Directors of the Company and acceptable to the Mr. Saurabh Malhotra, Chairman cum Managing Director of the Company as permissible under the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution and also to make necessary filings of any statutory forms or other documents and to do all such acts and things as may be necessary in this regard."

ITEM NO. 2 – To consider and approve the Appointment / Change in designation of Mr. Rahul Dixit (DIN: 03540131) from Additional (Non-Executive Independent) Director to Non-Executive Independent Director of the Company.

To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the applicable provisions of Section 149, 150, 152, 161 etc. read with Schedule IV to the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, to the extent applicable, as recommended and approved by the Board and Nomination and Remuneration Committee on 29.03.2024, the consent of shareholders be and is hereby accorded to appoint **Mr. Rahul Dixit (DIN: 03540131)**, as a Non-Executive Independent Director of the Company to hold the office for five (5) consecutive years w.e.f. 29.03.2024.

RESOLVED FURTHER THAT a declaration and consent have been received from **Mr. Rahul Dixit (DIN: 03540131)** that he is eligible to be appointed as a Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable

and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

ITEM NO. 3 – To consider and approve the Appointment / Change in designation of Mr. Guniteshvir Singh Sohal (DIN: 07471515) from Additional (Non-Executive Independent) Director to Non-Executive Independent Director of the Company.

To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the applicable provisions of Section 149, 150, 152, 161 etc. read with Schedule IV to the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, to the extent applicable, as recommended and approved by the Board and Nomination and Remuneration Committee on 29.03.2024, the consent of shareholders be and is hereby accorded to appoint **Mr. Guniteshvir Singh Sohal (DIN: 07471515)**, as a Non-Executive Independent Director of the Company to hold the office for five (5) consecutive years w.e.f. 29.03.2024.

RESOLVED FURTHER THAT a declaration and consent have been received from **Mr. Guniteshvir Singh Sohal (DIN: 07471515)** that he is eligible to be appointed as a Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

**By order of the Board
For SAKUMA EXPORTS LIMITED**

**Sd/-
Saurabh Malhotra
Managing Director**

**Place: Mumbai
Date: 24th May,2024**

NOTES:

1. Pursuant to Section 102 of the Companies Act, 2013, SS-2 and Regulation 36(3) of SEBI (LODR) Regulations, 2015, the Explanatory Statement setting out material facts and reasons for the proposed Resolution is appended herein and forms part of this Notice.
2. In accordance with the extant provisions of MCA circular(s), the Postal Ballot Notice will be sent only through e-mail to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on **Friday, 24th May, 2024** (the **cut-off date**) and to those members who have registered their e- mail addresses with the Registrar and Share Transfer Agent (“RTA”)/ Depository Participant (“DP”). The physical copy of the Postal Ballot Notice along with postal ballot form and prepaid business reply envelope are not being sent to the members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through Remote e-voting only.
3. In terms of SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 on Common and Simplified Norms for processing investor’s service request by RTAs and norms for furnishing PAN, KYC details and Nomination read with SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 on Clarifications with respect to said SEBI Circular dated November 03, 2021, Members holding shares in physical form and who have not yet registered/updated their PAN and KYC details (including their e-mail addresses) are requested to register/update the same by sending duly filled form ISR-1 to our RTA M/s. Bigshare Services Private Limited in accordance with clause 2.10 & 2 (vii) of above referred SEBI circular(s) respectively, either in physical form and by sending an email at investor@bigshareonline.com. Members holding shares in electronic form are requested to get their e-mail addresses registered/updated with their respective DPs.
4. Members whose names appear in the Register of Members/List of Beneficial Owners as on cut-off date i.e. **Friday, 24th May, 2024** will be considered for the purpose of Remote e-voting and a person who is not a member as on cut-off date should treat this Notice for information purpose only.
5. During the Remote e-voting period, all documents referred to in this Notice and other relevant documents would be available for inspection by the Members.
6. The Company has engaged the services of National Securities Depository Limited (hereinafter referred to as “NSDL”) to provide the remote e-voting facility to its Members.
7. The Notice of Postal Ballot will be available on the website of the company at <https://www.sakumaexportsltd.com/> and on the website of the Stock Exchange where the shares of the Company are listed i.e. BSE Limited at <https://www.bseindia.com/> and NSE Limited at <https://www.nseindia.com/> for inspection and downloading by the Members of the Company.

For voting in the resolution proposed in the Postal Ballot through remote e-voting, members who have not registered their email address may get their email address registered by sending an email to the Company’s Share Transfer Agent at investor@bigshareonline.com Member(s) may also intimate the same to the Company by writing an email at companysecretary@sakumaexportsltd.com . The members shall provide the following information in the email:

Full Name

No. of shares held:

PAN

DP ID & Client ID

Email id to be registered and Mobile No.:

8. Post successful registration of the email, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to investor@bigshareonline.com.
9. It is clarified that for permanent registration of email address, members are required to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Share Transfer Agent i.e. M/s. Bigshare Services Private Limited (**Bigshare**), by following due procedure.
10. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. **June 26, 2024** in terms of Secretarial Standard - 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.
11. A member cannot exercise his vote by proxy on Postal Ballot.
12. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper.
13. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by NSDL.
14. The instructions for electronic voting are given in this Notice.
15. E-Voting will commence on **May 28, 2024 at 9:00 a.m.** and will **end on June 26, 2024 at 5:00 p.m.** E-Voting shall not be allowed beyond the said time and date. The **EVEN No.** for postal ballot e-voting for **<SAKUMA EXPORTS LIMITED>** is **<128631>**.
16. Mr. Rajeev Bhambri (M/s Rajeev Bhambri & Associates), Company Secretaries, has been appointed as the scrutinizer to scrutinize the Remote e-Voting process in fair and transparent manner for the Postal Ballot activity of the Company.
17. The Scrutinizer shall after the receipt of assent or dissent of the Members on or before **June 26, 2024**, shall, after the completion of his Scrutiny, submit his report to the Chairman of the Company on or before June 28, 2024. The Result shall be announced by the Chairman of the Company on or before June 28, 2024 at Company's Registered Office and the resolution will be taken as passed effectively on the last date on which the company received duly completed postal ballot form as per SS-2 issued by ICSI i.e. **June 26, 2024 will be taken to be date of passing the resolution.**
18. The results of the postal ballot will be placed on the Company's website at <https://www.sakumaexportsltd.com/> and NSDL at <https://www.evoting.nsdl.com/> immediately after the result is declared. The Company shall simultaneously forward the results to the Stock Exchange where the shares of the Company are listed i.e. BSE Limited at <https://www.bseindia.com/> and NSE Limited at <https://www.nseindia.com/> in accordance with the provisions of SEBI Listing Regulations.

VOTING THROUGH ELECTRONIC MEANS

The instructions for shareholders voting electronically are as under:

The voting period begins on **28.05.2024 at 09.00 a.m.** and ends on **26.06.2024 at 05.00 pm.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **24.05.2024** may cast their vote electronically. The e-voting module shall be disabled by NDSL for voting thereafter.

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of

	<p>NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at [https:// eservices.nsdl.com/](https://eservices.nsdl.com/) with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rajeev.bhambri@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to companysecretary@sakumaexportsltd.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to companysecretary@sakumaexportsltd.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the Notice.

ITEM NO. 1:

Mr. Saurabh Malhotra has been serving as a Chairman cum Managing Director of the Company from 01.09.2019. The Board has proposed him to be re-appointed as **Chairman cum Managing Director** of the Company. The Board has also proposed to re-appoint him as **Managing Director** of the Company w.e.f. 01.09.2024, not liable to retire by rotation.

The following terms and conditions are put for approval of the Members:

Salary: Rs. 15,00,000/- per month.

Other allowances as may be applicable to other employees of the Company with liberty of the Board of Directors (herein after referred to as "Board" which term shall be deemed to include Nomination & Remuneration Committee constituted by the Board) to alter and vary the said remuneration in such form and manner or with such modifications as the Board may be deemed fit and agreed to by Mr. Saurabh Malhotra.

In terms of the provisions of Schedule V of the Companies act, 2013, the approval of the above said remuneration shall be valid for three years **w.e.f. 01.09.2024 till 31.08.2027**.

None of the Directors / Key Managerial Personnel of the Company/their relatives, except Mr. Saurabh Malhotra himself and Ms. Shipra Malhotra, are in any way concerned or interested, in the said resolution except to the extent of their shareholding. The Board recommends the said resolution to be passed as a **Special Resolution**.

ITEM NO. 2:

Mr. Rahul Dixit (DIN: 03540131) was appointed as Additional (Non-executive Independent) Director w.e.f. 29.03.2024, subject to further approval by the shareholders in the ensuing general meeting. The approval of appointment and change in designation from Additional (Non-executive Independent) Director to Non-executive Independent Director of the Company is proposed by the board.

The Board is of the view that the appointment of Mr. Rahul Dixit (DIN: 03540131) as Independent Director is desirable and would be beneficial to the Company and hence the Board recommends the said resolution for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Rahul Dixit himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as a **Special Resolution**.

ITEM NO. 3:

Mr. Guniteshvir Singh Sohal (DIN: 07471515) was appointed as Additional (Non-executive Independent) Director w.e.f. 29.03.2024, subject to further approval by the shareholders in the ensuing general meeting. The approval of appointment and change in designation from Additional (Non-executive Independent) Director to Non-executive Independent Director of the Company is proposed by the board.

The Board is of the view that the appointment of Mr. Guniteshvir Singh Sohal as Independent Director is desirable and would be beneficial to the Company and hence it recommends the said resolution for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Guniteshvir Singh Sohal himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as a **Special Resolution**.

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the Directors seeking appointment/re-appointment.

Name of the Director	Mr. Saurabh Malhotra	Mr. Rahul Dixit	Mr. Guniteshvir Singh Sohal
DIN	(DIN: 00214500)	(DIN: 03540131)	(DIN: 07471515)
Date of Appointment	31-08-2005 (Initial Appointment)	29-03-2024	29-03-2024
Expertise In Specific Functional Area	Post Graduate in Business Management. Promoter of Sakuma Exports Ltd. and associated with the Company since its incorporation.	Experience in Real Estate in India and UK property market., With a wide functional operation and productive output, he has created a good ecosystem and associates in and around the Real Estate markets in the UK.	Experience in law, due diligence, mergers and acquisitions (M&A), and related fields, he is well-equipped to provide valuable insights and guidance to the company
No. Of Shares of The Company held	32283410 Shares	Nil	Nil
Qualification	Post Graduate in Business Management	MBA from Oxford Brookes University	Graduated from Symbiosis Law School, and acquisitions (M&A)
Directorships Held In Other Listed Companies	Nil	Nil	Nil
Position Held In Mandatory Committees Of Other Companies	Nil	Nil	Nil
Relationship With Other Directors	Brother of Shipra Malhotra (Non executive Director); Brother in Law of Vivek Madanlal Grover (Non Executive Director).	Not related to any Director	Not related to any Director
Appointed as	Chairman and Managing Director	Non Executive Independent Director	Non Executive Independent Director
Registration Number (Independent Director)	Nil	Registration No. : IDDB-DI-202404-058233	Registration No. : IDDB-DI-202403-057597

Past Remuneration drawn, if any.	Rs.9,00,000/- per month including perquisites if any or 5% of net profits whichever is higher.	Not receive any remuneration except sitting fees after 29.03.2024	Not receive any remuneration except sitting fees after 29.03.2024
For Independent Directors; the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	N.A.	Management Expert	Management and Legal Expert.